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DECLARATION OF POOLING AND UNITIZATION

Brenckle Unit

This Declaration of Pooling and Unitization is executed to be effective as of February 12, 2013 by R.E. Gas Development, LLC, a Delaware limited liability company, whose address is 476 Rolling Ridge Drive, Suite 300, State College, Pennsylvania 16801 (hereinafter referred to as "R.E. Gas"), the owner of an interest in the leasehold estates created under those certain oil and gas leases and any renewals, extensions, ratifications and amendments thereof which are more particularly described on Exhibit A attached hereto and made a part hereof for all purposes (the "Leases"), by virtue of the authority conferred by the terms of the Leases, as same may have been or may be modified and/or amended heretofore, do hereby POOL, CONSOLIDATE, COMBINE and UNITIZE the Leases as to those lands described on Exhibit A and as depicted on Exhibit B attached hereto and made a part hereof for all purposes, for the production of oil, gas and related hydrocarbons INSOFAR AND ONLY INSOFAR as said leases cover, affect, and pertain to those formations from the base of the Tully Limestone to the top of the Onondaga Limestone beneath the unit acreage, and does POOL, CONSOLIDATE, COMBINE and UNITIZE the royalties, working interests, overriding royalties and other interests pertaining to the Leases and the unit acreage and the production therefrom to form a single operating production unit for the production of oil, gas and other related hydrocarbons from a well or wells in said unit.

RECITALS

WHEREAS, each of the Leases authorizes the lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other land or leases to form a pooled unit for the exploration, development and production of oil, gas and associated and constituent hydrocarbons from the lands covered by the Leases; and

WHEREAS, the pooling, unitization and combination of the Leases and oil and gas estates to the extent necessary to form the hereinafter described pooled unit are necessary and advisable in the judgment of R.E. Gas to efficiently and effectively develop the oil and gas rights within such unit; and

WHEREAS, R.E. Gas is the operator of the gas well(s) in the pooled unit and executes this document on behalf of itself and as agent for all interest owners in the leases to the extent that they do not separately join in the execution hereof;

NOW, THEREFORE, in order to establish and provide proper notice of the creation of the hereinafter described pool or unit, the undersigned hereby declares as follows:

1. In accordance with the provisions of the Leases, the undersigned does hereby declare, pool, unitize and combine the Leases, including all renewals, extensions, ratifications and

amendments thereof, and the lands covered thereby and the oil and gas estates therein, to the extent necessary to form and create a pooled unit as described below. Production from the unit shall be allocated among all of the Leases and tracts within the unit in the proportion that the number of surface acres of each tract included within the unit bears to the total number of surface acres in the unit as described in Exhibit A.

2. The pooled unit created hereby shall be known as the Brenckle Unit (the "Unit").
3. The Unit shall consist of 601.27218 acres, more or less, being all or a portion of the Leases listed on Exhibit A, insofar and only insofar as the Leases fall within the boundary more particularly depicted on Exhibit B which is attached hereto and incorporated herein by reference for all purposes. This Declaration of Pooling and Unitization covers all production from the lands described on Exhibits A and B which is produced from any well drilled within the Unit. To the extent of any inconsistency between the information contained on Exhibit A and that depicted on Exhibit B, Exhibit A shall supersede and control.
4. The effect of this Declaration of Pooling and Unitization shall be that operations and/or production (or the equivalent as in the case of shut-in payments) anywhere within the Unit shall be deemed to be operations and/or production on each separate tract sufficient to extend and maintain each Lease in the Unit.
5. The undersigned hereby expressly reserves the right, from time to time, to amend this Declaration of Pooling and Unitization, and the respective terms and provisions hereof, and to change the size and area of, and interests covered by the Unit, including without limitation, the power (i) to change, reduce, enlarge or extend the size or configuration of the unit, (ii) to include in the Unit additional lands and oil and gas leases, or interests in the lands described therein, covering interests in the Unit, which are secured or obtained subsequent to the date hereof, or prior to the date hereof and not included and described herein, (iii) to include in the Unit full or undivided interests in the Unit which are not otherwise included herein by the respective owner of such full or undivided interests, and (iv) to change the allocation of said oil and gas production attributable to the various lands, leases and owners thereof to conform with (i), (ii) and (iii) above.
6. The Unit formed hereby may be dissolved by R.E. Gas, acting as the Operator of the Unit, at any time by filing an appropriate instrument of record in Butler County, Pennsylvania, after any failure to establish unit production or after cessation of operations upon the Unit.
7. This instrument shall bind, inure to the benefit of, and be exercised by heirs, assigns and successors in interest of all parties.

8. The Unit shall remain in force from the effective date listed hereinabove and for as long as oil and gas are being produced from the Unit, or so long as the Leases are maintained in force and effect by payment or tender of shut-in royalties, or by other means, in accordance with the terms and provisions of the Leases.

EXECUTED by the undersigned on the date of acknowledgement hereof, to be effective for all purposes as of the date first above written.

R.E. GAS DEVELOPMENT, L.L.C.

By 
F. Scott Hodges
Sr. Vice-President, Land

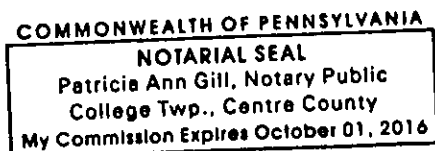
COMMONWEALTH OF PENNSYLVANIA

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COUNTY OF CENTRE

On this, the 30th day of May, 2013, before me, Patricia Ann Gill, the undersigned officer, personally appeared F. Scott Hodges, who acknowledged himself to be the Sr. Vice President, Land of R.E. Gas Development, L.L.C., a Delaware limited liability company, and that he, as such Sr. Vice-President, Land, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as F. Scott Hodges, Sr. Vice-President, Land.

In witness whereof, I hereunder set my hand and official seal.




Print Name: Patricia Ann Gill
In and for Centre County, Commonwealth of
Pennsylvania, Acting in Centre County, Commonwealth
Of Pennsylvania



I hereby certify
that this document
recorded in the
Recorder's Office
of Butler County
Pennsylvania


Michele M. Mustello - Recorder

This instrument prepared by:
Rex Energy
366 Walker Drive
State College, PA 16801

EXHIBIT "A"
DECLARATION OF POOLING AND UNITIZATION
BRECKKLE UNIT

Lease No.	Tract	Lessor	Tax Parcel No.	Township	Date of Lease	Recording	Acres in Unit
PABUT0347	1	BAME FAMILY PROPERTIES, LLC	180-4F52-3A	Jackson	3/22/2008	200804180008342	5.82000
PABUT0711	2	TRUDY V. FIEDLER	180-4F102-1AA	Jackson	9/9/2009	200912240029928	5.29000
PABUT1026	3	HARMONY PROPERTIES	180-4F102-8C	Jackson	12/8/2009	201004200008158	3.12000
PABUT1026	4	HARMONY PROPERTIES	180-S7-CB1	Jackson	12/8/2009	201004200008158	0.45000
PABUT1026	5	HARMONY PROPERTIES	180-4F102-8	Jackson	12/8/2009	201004200008158	69.14000
PABUT1056	6	BRECKKLE ENTERPRISES	180-4F102-6N	Jackson	12/22/2009	201004200008164	13.63700
PABUT1052	7	CONWAY SPORTSMEN'S CLUB	180-4F102-11	Jackson	12/24/2009	201004200008174	28.88000
PABUT1009	8	NANCY J. AND LAWRENCE C. ARBLASTER	180-4F102-10K	Jackson	12/26/2009	201004070007153	1.00000
PABUT1009	9	NANCY J. AND LAWRENCE C. ARBLASTER	180-4F102-10AB3B	Jackson	12/26/2009	201004070007153	13.08800
PABUT1021	10	OVERLOOK NURSING CENTER ASSOCIATES	180-4F102-2	Jackson	12/24/2009	201004200008167	24.63000
PABUT1094	11	THOMAS M. BAKER	180-4F102-9J	Jackson	1/8/2010	201005100009890	7.54200
PABUT1161	12	DENNIS AND KARLA P. OTTAVIANI	180-4F102-10AB3	Jackson	1/29/2010	201006070012255	6.36100
PABUT1161	13	DENNIS AND KARLA P. OTTAVIANI	180-4F102-10AB3C	Jackson	1/29/2010	201006070012255	6.01800
PABUT1161	14	DENNIS AND KARLA P. OTTAVIANI	180-4F102-10AB3D	Jackson	1/29/2010	201006070012255	7.83300
PABUT1373	15	JAMES AND JILL ALLMAN	180-4F102-10N	Jackson	4/28/2010	201007120015344	2.54800
PABUT1383	16	DALE L. AND ETHEL E. FRISHKORN	180-4F102-10NA	Jackson	4/29/2010	201007120015352	2.54800
PABUT1290	17	DAVID J. AND MICHELLE H. ELLUINGER	180-4F102-9G	Jackson	3/3/2010	201007120015306	3.13700
PABUT1480	18	TERRY AND ROBIN WILLIAMS	180-4F102-10L	Jackson	5/20/2010	201008160018159	0.91000
PABUT1505	19	RICHARD L. AND JOY MCCLEERY	180-4F102-17H	Jackson	5/21/2010	201008020016943	2.90460
PABUT1505	20	RICHARD L. AND JOY MCCLEERY	180-4F102-9N	Jackson	5/21/2010	201008020016943	4.13960
PABUT1565	21	WILLIAM K. NELSON	180-4F102-10AB	Jackson	6/28/2010	201009070020039	2.69000
PABUT1586	22	PATRICIA M. SCHAEFER	180-4F102-10AB2	Jackson	6/28/2010	201009070020059	3.00000
PABUT1580	23	MARGARET C. AND GUY M. McMASTER	180-4F102-10AB1A	Jackson	6/28/2010	201009070020052	6.09800
PABUT1658	24	ROBERT M. AND TABATHA A. MILL	180-S7-C21	Jackson	7/21/2010	201010060022864	16.26000
PABUT1628	25	RALPH KENNETH AND JANET BAKER	180-4F102-9H	Jackson	7/19/2010	201009070020087	2.00000
PABUT1651	26	FLORENCE M. BAKER, ET AL.	180-4F102-10AB3A	Jackson	7/19/2010	201010060022860	14.25000
PABUT1629	27	RALPH K. AND JANET L. BAKER, ET AL.	180-4F102-10AB3E	Jackson	7/19/2010	201009070020088	7.81400
PABUT1728	28	HERBERT C. II AND KATHY LYNN BRITTNER	180-4F102-9DB	Jackson	8/23/2010	201010210024502	3.21000

PABUT1728	29	HERBERT C. II AND KATHY LYNN BRITTNER	180-4F102-9DC	Jackson	8/23/2010	201010210024502	1.76000
PABUT1757	30	HERBERT H. AND MARY N. BRITTNER	180-S1-FB	Jackson	8/23/2010	201010040025989	0.19000
PABUT1757	31	HERBERT H. AND MARY N. BRITTNER	180-4F102-9D	Jackson	8/23/2010	201010040025989	1.17000
PABUT1757	32	HERBERT H. AND MARY N. BRITTNER	180-4F102-9DE	Jackson	8/23/2010	201010040025989	0.89000
PABUT1757	33	HERBERT H. AND MARY N. BRITTNER	180-4F102-9	Jackson	8/23/2010	201010040025989	5.56000
PABUT1757	34	HERBERT H. AND MARY N. BRITTNER	180-4F102-9C	Jackson	8/23/2010	201010040025989	12.49000
PABUT1750	35	EAST BUTLER HOLDINGS, LTD.	180-4F102-11AA	Jackson	8/30/2010	201010210024516	1.86800
PABUT1768	36	GEORGE E. AND HELEN J. BENDER	180-4F102-2HB	Jackson	9/16/2010	201011090026416	4.99400
PABUT1789	37	MICHAEL A. CRAWFORD	180-4F102-2HA2	Jackson	9/22/2010	201011040025995	4.75000
PABUT1815	38	BERNARD E. JR. AND SHIRLEY E. LAUTH, TRUSTEES	180-S1-A13	Jackson	9/29/2010	201011040026011	1.64000
PABUT1995	39	CARRIE M. PEARSALL	180-4F102-12	Jackson	10/8/2010	201012210030393	20.56100
PABUT1907	40	BONNIE H. AND RICHARD C. GRAHAM	180-S1-FC	Jackson	10/12/2010	201012130029431	2.12200
PABUT1907	41	BONNIE H. AND RICHARD C. GRAHAM	180-S1-F99	Jackson	10/12/2010	201012130029431	0.32400
PABUT2072	42	HAROLD L. BOWERS, TRUSTEE	180-S1-F28	Jackson	11/8/2010	201208010021937	0.25000
PABUT2072	43	HAROLD L. BOWERS, TRUSTEE	180-S1-F30	Jackson	11/8/2010	201208010021937	0.17000
PABUT2072	44	HAROLD L. BOWERS, TRUSTEE	180-S1-F35	Jackson	11/8/2010	201208010021937	1.07400
PABUT2072	45	HAROLD L. BOWERS, TRUSTEE	180-S1-F42	Jackson	11/8/2010	201208010021937	0.49000
PABUT2085	46	HAROLD L. BOWERS	180-S1-F39	Jackson	11/8/2010	201101250002592	0.08000
PABUT2269	47	JOHN F. AND SHARON R. MILLEA	180-4F102-2H	Jackson	11/29/2010	201103090006314	5.19900
PABUT2333	48	WILLIAM P. NELSON	180-4F102-10AB1	Jackson	12/13/2010	201105110011254	3.90500
PABUT2532	49	MITCHEL P. McCRADY	180-S1-A9	Jackson	12/10/2010	201107250017424	0.30000
PABUT2646	50	HAROLD E. JR. AND CARROLL M. COOPER	180-4F102-7H	Jackson	2/17/2011	201105120011438	1.00000
PABUT2646	51	HAROLD E. JR. AND CARROLL M. COOPER	180-4F102-7K	Jackson	2/17/2011	201105120011438	1.65000
PABUT2918	52	JACKSON TOWNSHIP	180-S1-C	Jackson	2/28/2011	201108020018104	0.45000
PABUT2918	53	JACKSON TOWNSHIP	180-S1-D	Jackson	2/28/2011	201108020018104	0.68700
PABUT2918	54	JACKSON TOWNSHIP	180-S1-A1	Jackson	2/28/2011	201108020018104	0.20000
PABUT2918	55	JACKSON TOWNSHIP	180-S1-A2	Jackson	2/28/2011	201108020018104	0.23000
PABUT2918	56	JACKSON TOWNSHIP	180-S1-A3	Jackson	2/28/2011	201108020018104	0.27000
PABUT2918	57	JACKSON TOWNSHIP	180-S1-A4	Jackson	2/28/2011	201108020018104	0.22000
PABUT2918	58	JACKSON TOWNSHIP	180-S1-A5	Jackson	2/28/2011	201108020018104	0.20000
PABUT2918	59	JACKSON TOWNSHIP	180-S1-A7	Jackson	2/28/2011	201108020018104	0.26000
PABUT2918	60	JACKSON TOWNSHIP	180-S1-A8	Jackson	2/28/2011	201108020018104	0.28000
PABUT2918	61	JACKSON TOWNSHIP	180-S1-B1	Jackson	2/28/2011	201108020018104	0.32000
PABUT2918	62	JACKSON TOWNSHIP	180-S1-B2	Jackson	2/28/2011	201108020018104	0.23000

PABUT2918	63	JACKSON TOWNSHIP	180-S1-B3	Jackson	2/28/2011	201108020018104	0.23000
PABUT2918	64	JACKSON TOWNSHIP	180-S1-B4	Jackson	2/28/2011	201108020018104	0.30000
PABUT2918	65	JACKSON TOWNSHIP	180-S1-B6	Jackson	2/28/2011	201108020018104	0.69000
PABUT2918	66	JACKSON TOWNSHIP	180-S1-B8	Jackson	2/28/2011	201108020018104	0.23000
PABUT2918	67	JACKSON TOWNSHIP	180-S1-C1	Jackson	2/28/2011	201108020018104	0.28000
PABUT2918	68	JACKSON TOWNSHIP	180-S1-C2	Jackson	2/28/2011	201108020018104	0.27000
PABUT2918	69	JACKSON TOWNSHIP	180-S1-A10	Jackson	2/28/2011	201108020018104	0.37000
PABUT2918	70	JACKSON TOWNSHIP	180-S1-B33	Jackson	2/28/2011	201108020018104	0.52000
PABUT2918	71	JACKSON TOWNSHIP	180-S1-B37	Jackson	2/28/2011	201108020018104	0.32000
PABUT2918	72	JACKSON TOWNSHIP	180-S1-B55	Jackson	2/28/2011	201108020018104	0.54000
PABUT2918	73	JACKSON TOWNSHIP	180-S1-B57	Jackson	2/28/2011	201108020018104	0.28000
PABUT2918	74	JACKSON TOWNSHIP	180-S1-B58	Jackson	2/28/2011	201108020018104	0.28000
PABUT2918	75	JACKSON TOWNSHIP	180-S1-B59	Jackson	2/28/2011	201108020018104	0.26000
PABUT2918	76	JACKSON TOWNSHIP	180-S1-A10A	Jackson	2/28/2011	201108020018104	0.33000
PABUT2918	77	JACKSON TOWNSHIP	180-S1-A7A1	Jackson	2/28/2011	201108020018104	0.18000
PABUT2918	78	JACKSON TOWNSHIP	180-4F102-9E	Jackson	2/28/2011	201108020018104	2.42000
PABUT2837	79	TIMOTHY L. AND RHONDA L. EPPINGER	180-4F102-8A	Jackson	3/14/2011	201108020018108	2.15000
PABUT3523	80	WESTERN BUTLER COUNTY AUTHORITY	180-4F102-2HC	Jackson	8/3/2011	201111010026776	0.08000
PABUT3786	81	VIRGINIA M. YERGER	180-4F102-10J	Jackson	1/22/2012	201205090013278	0.57000
PABUT3786	82	VIRGINIA M. YERGER	180-4F102-10JA	Jackson	1/22/2012	201205090013278	0.83000
PABUT3885	83	RALPH H. CABLE	180-4F102-10H	Jackson	3/12/2012	201205090013311	1.66000
PABUT4172	84	LORI R. WALTZ	180-S1-E6	Jackson	7/2/2012	2012111140032890	0.61000
PABUT4172	85	LORI R. WALTZ	180-S1-E14	Jackson	7/2/2012	2012111140032890	0.39000
PABUT4172	86	LORI R. WALTZ	180-S1-E15	Jackson	7/2/2012	2012111140032890	0.41000
PABUT4172	87	LORI R. WALTZ	180-4F102-7G	Jackson	7/2/2012	2012111140032890	2.25000
PABUT4172	88	LORI R. WALTZ	180-4F102-7G1	Jackson	7/2/2012	2012111140032890	0.51000
PABUT4172	89	LORI R. WALTZ	180-4F102-7GA	Jackson	7/2/2012	2012111140032890	0.97000
PABUT4087	90	JAMES P. AND PAMELA M. GREGIO	180-S1-E6A	Jackson	6/29/2012	201209180026862	0.20000
PABUT4106	91	RAYMOND W. JR. AND SHARON L. McCONNELL	180-4F102-2HA1	Jackson	7/10/2012	201209180026869	0.68700
PABUT4167	92	PHILLIP M. JR. AND SHEILA A. SCHAEFER	180-S1-E12	Jackson	7/30/2012	201210220030394	0.29000
PABUT4142	93	HAZEL SENN	180-S1-E10	Jackson	7/20/2012	201210220030378	0.21840
PABUT4165	94	DANIEL A. WALTER	180-4F102-7A	Jackson	7/26/2012	201210220030393	0.83300
PABUT4140	95	SUZANNE PICKETT	180-S1-E13	Jackson	8/1/2012	201210220030376	0.20660
PABUT4178	96	LAURA A. HAYES	180-S1-E1	Jackson	8/8/2012	201210220030398	0.14360

PABUT4200	97	DAVID J. ELLUINGER	180-S1-F	Jackson	8/25/2012	201211140032909	4.71000
PABUT4289	98	MYERS BROTHERS	180-4F102-7J-1	Jackson	8/29/2012	201301300003189	2.51400
PABUT4289	99	MYERS BROTHERS	180-4F102-7L	Jackson	8/29/2012	201301300003189	0.83200
PABUT4289	100	MYERS BROTHERS	180-4F102-7JA	Jackson	8/29/2012	201301300003189	0.79200
PABUT0709	101	TRUDY V. HARTMANN, ET AL.	180-4F52-3	Jackson	9/3/2009	200912240029926	28.94000
PABUT0710	102	GERTRUDE V. HARTMANN, ET AL.	180-S1-B49	Jackson	9/3/2009	200912240029927	2.18000
PABUT0710	103	GERTRUDE V. HARTMANN, ET AL.	180-S1-B80	Jackson	9/3/2009	200912240029927	5.89000
PABUT0710	104	GERTRUDE V. HARTMANN, ET AL.	180-S1-B39	Jackson	9/3/2009	200912240029927	0.88000
PABUT0710	105	GERTRUDE V. HARTMANN, ET AL.	180-S1-B10	Jackson	9/3/2009	200912240029927	4.95000
PABUT1056	106	BRENCKLE ENTERPRISES	180-4F102-6	Jackson	12/22/2009	201004200008164	144.39800
PABUT3951	107	COMMONWEALTH OF PA	RIVER	Jackson	Pending		8.20038
PABUT4289	108	MYERS BROTHERS	180-4F102-7	Jackson	8/29/2012	201301300003189	1.09000
PABUT4200	109	DAVID J. ELLUINGER	180-S1-F75	Jackson	8/25/2012	201211140032909	0.09000
PABUT4237	110	FRANK J. III AND PATRICIA L. MAZUR	180-4F102-2HA	Jackson	10/8/2012	201211140032940	0.90000
PABUT2918	112	JACKSON TOWNSHIP	180-S1-B35	Jackson	2/28/2011	201108020018104	0.54400
PABUT4386	113	GERTRUDE V. HARTMANN, ET AL.	180-S1-B41	Jackson	10/16/2012	2013022800006186	0.61600
PABUT4386	114	GERTRUDE V. HARTMANN, ET AL.	180-S1-B43	Jackson	10/16/2012	2013022800006186	0.43100
PABUT1484	115	WILLIAM F. SHANER	180-4F102-16K	Jackson	5/24/2010	201008020016993	0.00600
PABUT1115	116	DAVID F. AND KELLI BUCHHOLZ	180-4F102-16A	Jackson	1/6/2010	201005100009896	0.01000
PABUT4338	117	MARONDA HOMES, INC.	MULTIPLE PARCELS	Jackson	9/19/2012	2013022800006148	20.29000
PABUT4393	118	SHORT LINE ASSOCIATES LLC	180-4F102-9F	Jackson	1/16/2013	2013022800006193	6.34000
PABUT4261	119	CON YEAGER COMPANY	180-4F102-9DA	Jackson	10/15/2012	2013010300000254	3.01500
PABUT4692	120	MY DOG, INC.	180-4F102-10M	Jackson	4/26/2013	201305300015637	3.04300
							601.27218



Exhibit "B"
To Declaration of Pooling
and Unitization dated
2/12/2013 for the
Brenckle Unit

Total Acres: 601.27218

Brenckle Unit
Jackson Township
Butler County, PA

Unit
Maronda Homes Subdivision



1 inch = 1,000 feet



368 Walker Drive
State College, PA 16801
Phone: (814) 278-7267 Fax: (814) 278-7286
www.RexEnergy.com

NAD 1983 StatePlane, Pennsylvania, South
Projection: Lambert Conformal Conic
Linear Unit: Feet
Datum: D_North_American_1983
Ref: Brenckle_B.sxl Linxd